

U.S. Department of Justice
Washington, DC 20530

OMB NO. 1124-0001; Expires February 28, 2014

Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended

I--REGISTRANT

1. Name of Registrant

Pearson & Associates

2. Registration No.

6129

3. Principal Business Address

900 19th Street, NW
8th Floor
Washington, DC 20006

4. If the registrant is an individual, furnish the following information:

(a) Residence address(es)

N/A

(b) Other business address(es), if any

N/A

(c) Nationality N/A

(d) Year of birth N/A

(e) Present citizenship N/A

(f) If present citizenship not acquired by birth, state when, where and how acquired N/A

(g) Occupation N/A

5. If the registrant is not an individual, furnish the following information:

(a) Type of organization: Committee ☐ Association ☐ Partnership ☐ Voluntary group ☐
Corporation ☐ Other (specify) Sole Proprietorship

(b) Date and place of organization April 1996, District of Columbia

(c) Address of principal office 900 19th Street, NW
8th Floor
Washington, DC 20006

(d) Name of person in charge Rachel Pearson

(e) Locations of branch or local offices
Only office is principal office

(f) If a membership organization, give number of members N/A

Formerly CRM-153

FORM NSD-1
Revised 03/11

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address(es)	Position	Nationality
Rachel Pearson	c/o Pearson & Associates 900 19th Street, NW 8th Floor Washington, DC 20006	President	U.S.

(h) Which of the above named persons renders service directly in furtherance of the interests of any of the foreign principals?

Rachel Pearson

(i) Describe the nature of the registrant's regular business or activity.

Political, corporate and international consulting

(j) Give a complete statement of the ownership and control of the registrant.

100% owned by Rachel Pearson

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address(es)	Nature of Services
Rachel Pearson	c/o Pearson & Associates 900 19th Street, NW, 8th Flr Washington, DC 20006	consulting services

II--FOREIGN PRINCIPAL7. List every foreign principal¹ for whom the registrant is acting or has agreed to act.

Foreign Principal

Principal Address(es)

The Gabonese Republic

Libreville, Gabon

III--ACTIVITIES8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

IV--FINANCIAL INFORMATION**9. (a) RECEIPTS-MONIES**During the period beginning 60 days prior to the date of your obligation to register² to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes ☒ No ☐If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.³

Foreign Principal	Date Received	Purpose	Amount
The Gabonese Republic	Jan. 2012	Consulting Services	\$6,000
The Gabonese Republic	Feb. 2012	Consulting Services	\$6,000
The Gabonese Republic	April 2012	Consulting Services	\$6,000

\$18,000

Total

¹ The term "foreign principal" includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

² An agent must register within ten days of becoming an agent, and before acting as such.

³ A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e)).

(b) RECEIPTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁴ to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value⁵ other than money, either as compensation, or for disbursement, or otherwise? Yes ☒ No ☐

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
The Gabonese Republic	Feb. 2 - Feb. 10, 2012	Trip to Gabon	Meet with Gabonese Officials

10. (a) DISBURSEMENT-MONIES

During the period beginning 60 days prior to the date of your obligation to register⁶ to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☐ No ☒

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
------	---------	---------	--------

(b) DISBURSEMENTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁷ to the time of filing this statement, did you dispose of any thing of value⁸ other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☐ No ☒

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
------	-----------	-------------------	----------------	---------

(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes ☒ No ☐

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
------	--------------------------	-------------------------------------	-------------------

SEE ATTACHMENT #1

4, 6, 7 and 9 See Footnote 2, on page 3.

5 and 8 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

V--INFORMATIONAL MATERIALS¹⁰

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes ☐ No ☒

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal.

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☐

If yes, identify each such foreign principal, specify amount and for what period of time.

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes ☐ No ☐

If yes, furnish the names and addresses of such persons or firms.

15. Activities in preparing or disseminating informational materials will include the use of the following:

- ☐ Radio or TV broadcasts ☐ Magazine or newspaper ☐ Motion picture films ☐ Letters or telegrams
☐ Advertising campaigns ☐ Press releases ☐ Pamphlets or other publications ☐ Lectures or speeches
☐ Other (specify) _____

Electronic Communications

- ☐ Email
☐ Website URL(s): _____
☐ Social media website URL(s): _____
☐ Other (specify) _____

16. Informational materials will be disseminated among the following groups:

- | | |
|--|---|
| <input type="checkbox"/> Public officials | <input type="checkbox"/> Civic groups or associations |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Educational groups |
| <input type="checkbox"/> Newspapers | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Editors | <input type="checkbox"/> Other (specify) _____ |

17. Indicate language to be used in the informational materials:

- ☐ English ☐ Other (specify) _____

¹⁰ The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed in triplicate with an initial registration statement:

Exhibit A- This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

Exhibit B- This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

VII--EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature¹¹)

August 30, 2012

/s/ Rachel Pearson

eSigned

¹¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

ATTACHMENT #1

U.S. Department of Justice
Washington, DC 20530

OMB NO. 1124-0001; Expires February 28, 2014
Registration Statement
Pursuant to the Foreign Agents
Registration Act of
1938, as amended

Registrant: Pearson & Associates

10.

**(c) DISBURSEMENTS-POLITICAL
CONTRIBUTIONS**

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office?

Yes ☒ No ☐

If yes, furnish the following
Information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
Nov. 2011	\$1,000	Pete King for Congress Committee	Washington, DC
Nov. 2011	\$500	McConnell Senate Committee '14	New York, NY
Dec. 2011	\$500	Boehner Speaker	Alexandria, VA
Dec. 2011	\$500	Chambliss for Senate	Washington, DC
Dec. 2011	\$500	Friends of John Boehner	Washington, DC
Mar. 2012	\$500	Team Graham Inc.	Washington, DC
Mar. 2012	\$1,000	Bob Corker for Senate 2012	Washington, DC

**Note: All donations by Short Form
Registrant Rachel Pearson; not
Pearson & Associates**